



January 23, 2023

The Philippine Stock Exchange

PSE Tower 5th Avenue Corner 28th St.
Bonifacio Global City
Taguig City, 1634

Attention: **France Alexandra D. Tom Wong**
Officer in Charge – Disclosure Department

Re: **Annual Summary Report on the Disbursement of Proceeds from the Initial Public Offering (IPO)**

Dear Ms. Tom Wong,

We submit herewith the annual summary of the disbursement of proceeds from the initial public offering (IPO) of 280.6 million common shares of Bank of Commerce (BankCom) that were listed on March 31, 2022, as well as the certification of the external auditor.

In compliance with the disclosure requirements of the Exchange, please be informed that as of December 31, 2022, the application of the proceeds is broken down as follows:

Use of Proceeds	Amount (in Php Millions)
Total Proceeds	3,367.23
Less:	
IPO Related Expenses	149.17
30 June 2022 - Lending Activities	1,800.00
30 September 2022 - Purchase of Security Investments	480.36
31 December 2022 - Lending Activities	937.70
Total Disbursements	3,367.23
Balance as of December 31, 2022	-

In view of the full utilization of IPO proceeds as of December 31, 2022, please note that this will be the last Progress Report on the Disbursement of Proceeds to be filed by BankCom.

Thank you.

Very truly yours,

EVP ANTONIO S. LAQUINDANUM
Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17 OF THE
SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of reporting **January 23, 2023**
2. Commission identification number **24221**
3. BIR Tax Identification No **000 440 440**
4. Exact name of issuer as specified in its charter **BANK OF COMMERCE**
5. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**
6. Industry Classification Code: (SEC Use Only)
SAN MIGUEL PROPERTIES CENTRE, NO. 7 ST FRANCIS STREET, MANDALUYONG CITY 1550, PH
7. Address of issuer's principal office Postal Code
8. Issuer's telephone number, including area code **+63-2-8982 6000**
9. Former name, former address and former fiscal year, if changed since last report **N/A**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stocks	1,403,013,920

11. Indicate the item numbers reported herein:

Item No. 9. Other Events

For the year ended December 31, 2022, Bank of Commerce (BankCom) is presenting the annual summary of the disbursement of proceeds from the initial public offering as follows, and that this is the last Progress Report on the Disbursement of Proceeds to be filed:

Use of Proceeds	Amount (in Php Millions)
Total Proceeds	3,367.23
Less:	
IPO Related Expenses	149.17
30 June 2022 - Lending Activities	1,800.00
30 September 2022 - Purchase of Security Investments	480.36
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Total Disbursements	3,367.23
Balance as of December 31, 2022	-

Attached are the letter of the Chief Financial Officer and the Certification of KPMG in the Philippines R.G. Manabat & Co., the Company's External Auditor.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bank of Commerce



By: **EVP ANTONIO S. LAQUINDANUM**
Chief Financial Officer

Date: January 23, 2023

BANK OF COMMERCE

**AGREED-UPON PROCEDURES REPORT ON PROGRESS REPORT
ON THE APPLICATION OF THE PROCEEDS FROM THE INITIAL
PUBLIC OFFERING OF SHARES OF THE BANK OF COMMERCE
(THE "BANK")**



R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF FACTUAL FINDINGS

The Board of Directors and the Stockholders

Bank of Commerce

San Miguel Properties Centre
No. 7, St. Francis Street
Mandaluyong City

Purpose of this Agreed-Upon Procedures Report

This agreed-upon procedures report ("AUP Report") is intended solely for the information and use of management in connection with the Bank's submission to the Philippine Stock Exchange (PSE) of the Annual Summary Report on the use of proceeds from the initial public offering (IPO) on March 31, 2022 ("Subject Matter") and is not intended to be and may not be suitable for another purpose.

Responsibilities of the Bank

The Bank has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Bank is responsible for the Subject Matter on which the agreed-upon procedures are performed.

Responsibilities of the Practitioner

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services (PSRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Bank, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness or the sufficiency of the agreed-upon procedures described below either for the purpose for which this AUP Report has been requested or for any other purpose.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.



Our Independence and Quality Control

In performing the Agreed-Upon Procedures engagement, we complied with the ethical requirements in the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics). We are not required to be independent for the purpose of this engagement.

Our firm applies Philippine Standard on Quality Control (PSQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

The agreed-upon procedures and the results thereof are summarized as follows:

Agreed-Upon Procedures	Factual Findings										
1. Obtained the copy of the Planned Use of Proceeds from the Bank's IPO and Subject Matter and checked whether the report is mathematically accurate.	We found the Subject Matter is mathematically correct.										
2. For actual offer expenses, we performed the following procedures: <ul style="list-style-type: none"> - Examined supporting documents such as official receipt, invoice, billing statement and statement of account issued by third parties to corroborate existence and accuracy of such actual offer expenses; - Ensured that the nature of the actual offer expenses is consistent with the planned use based on the Use of Proceeds section of the Final Prospectus. 	We found out that the nature of the offer expenses incurred and included in the Subject Matter is consistent with the planned use of the proceeds. <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th colspan="2" style="text-align: right;">In millions</th> </tr> </thead> <tbody> <tr> <td style="width: 70%;">Gross IPO Proceeds</td> <td style="text-align: right;">P3,367.23</td> </tr> <tr> <td>Less: Expenses related to the IPO</td> <td style="text-align: right;">149.17</td> </tr> <tr> <td>Net IPO Proceeds</td> <td style="text-align: right;">P3,218.06</td> </tr> </tbody> </table>	In millions		Gross IPO Proceeds	P3,367.23	Less: Expenses related to the IPO	149.17	Net IPO Proceeds	P3,218.06		
In millions											
Gross IPO Proceeds	P3,367.23										
Less: Expenses related to the IPO	149.17										
Net IPO Proceeds	P3,218.06										
3. For other disbursements, we performed the following procedures; <ul style="list-style-type: none"> - Examined supporting documents such as loan agreements, certificate of purchase, bank statement of account to corroborate existence and accuracy of the disbursements made out of the IPO proceeds; - Ensured that the purpose of the funds used is consistent with the planned application of proceeds from the IPO. 	Based on the Quarterly Progress Reports, the Bank used the proceeds from the IPO as follows: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th colspan="2" style="text-align: right;">In millions</th> </tr> </thead> <tbody> <tr> <td style="width: 70%;">Q2 2022 - Lending activities</td> <td style="text-align: right;">P1,800.00</td> </tr> <tr> <td>Q3 2022 - Purchase of investments</td> <td style="text-align: right;">480.36</td> </tr> <tr> <td>Q4 2022 - Lending activities</td> <td style="text-align: right;">937.70</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">P3,218.06</td> </tr> </tbody> </table> <p>We found the use of proceeds of the IPO consistent with the schedule of planned application of proceeds in the Final Prospectus.</p> <p>We examined the relevant supporting documents to corroborate existence of the loans that were originated and investments that were purchased.</p> <p>As of December 31, 2022, the total IPO proceeds have been fully utilized.</p>	In millions		Q2 2022 - Lending activities	P1,800.00	Q3 2022 - Purchase of investments	480.36	Q4 2022 - Lending activities	937.70	Total	P3,218.06
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Q4 2022 - Lending activities	937.70										
Total	P3,218.06										



The Bank is responsible for the source documents that are described in the specified procedures and related findings section. We were not engaged to perform, and we have not performed any procedures other than those previously listed. We have not performed procedures to test the accuracy or completeness of the information provided to us except as indicated in our procedures. Furthermore, we have not performed any procedures with respect to the preparation or verification of any of the source documents. We have no responsibility for the verification of any underlying information upon which we relied in forming our findings.

We undertake no responsibility to update this AUP Report for events and circumstances occurring after the AUP Report is issued.

R.G. MANABAT & CO.

Vanessa P. Macamos

VANESSA P. MACAMOS

Partner

CPA License No. 0102309

BSP Accreditation No. 102309-BSP, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

SEC Accreditation No. 102309-SEC, Group A, valid for five (5) years
covering the audit of 2022 to 2026 financial statements

Tax Identification No. 920-961-311

BIR Accreditation No. 08-001987-038-2022

Issued June 27, 2022; valid until June 27, 2025

PTR No. MKT 9563832

Issued January 3, 2023 at Makati City

January 23, 2023

Makati City, Metro Manila